

1 STATE OF ALASKA  
2 DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT  
3 DIVISION OF BANKING AND SECURITIES

4 IN THE MATTER OF: ) **ORDER NO. 24-108-S**  
5 Jason Evans ) **TEMPORARY ORDER EFFECTIVE**  
6 ) **IMMEDIATELY, WITH NOTICE OF**  
7 ) **HEARING RIGHTS AND NOTICE OF**  
8 Respondent. ) **FINAL CEASE AND DESIST ORDER**  
9 \_\_\_\_\_ )

10 The Director of the Department of Commerce, Community, and Economic  
11 Development, Division of Banking and Securities (“Administrator”), has conducted an  
12 investigation into certain activities of Jason Evans (“Respondent”), and has determined that  
13 Respondent violated certain provisions of the Alaska Native Claims Settlement Act  
14 Corporations Proxy Solicitation and Stock Act, Alaska Statute (AS) 45.55 et seq (“ANCSA  
15 Corporations Proxy Solicitations Act”).

16 The Administrator has jurisdiction over Respondent and these matters pursuant to the  
17 ANCSA Corporations Proxy Solicitations Act.

18 **I. FINDINGS OF FACT**

19 1. Respondent is a shareholder of Bering Straits Native Corporation (“Bering  
20 Straits”), has been a Bering Straits Board Member since 2009 to present, and is seeking  
21 reelection.

22 2. Bering Straits is organized pursuant to the Alaska Native Claims Settlement Act  
23 (“ANCSA”), 43 U.S.C. 1601 *et seq.*

24 3. Bering Straits has certified to the Administrator that it has more than 500

1 shareholders and total assets exceeding \$1,000,000.

2 4. In September 2024, Respondent mailed a proxy solicitation titled, “Re-Elect  
3 Jason Evan’s” (the “letter”) to shareholders asking them to direct their votes to him in the  
4 Board of Directors election at the Bering Straits Annual Meeting of Shareholders on October  
5 5, 2024. The letter was accompanied by a modified version of the Board of Directors’ Proxy  
6 (the “Modified Proxy”) (Exhibit A).

7 5. The letter stated that “If you’ve already voted but would like to change your vote  
8 to support me, you can do so with the proxy, just fill out the name and address and by my  
9 name put 100% for your votes to be directed to me...”

10 6. The letter contained misleading instructions because the Modified Proxy was pre-  
11 filled for shareholders to cast 100% of their voting shares for Respondent which conflicted  
12 with the instructions on the Modified Proxy which stated, “You may cast for one (1) nominee  
13 for director or divide as you choose among one or more nominees.”

14 7. Furthermore, the Modified Proxy did not meet the voting requirements by clearly  
15 providing a box opposite Respondent’s name for shareholders to indicate they withhold the  
16 authority to vote for Respondent, a clear instruction that shareholders may withhold authority  
17 to vote for a Respondent by lining through or otherwise striking out the name of that  
18 nominee, or “ballot” type of selection in which the shareholder is permitted to award votes to  
19 selected nominees of the shareholder’s choosing.

20 8. The Modified Proxy stated that it was being solicited by the Board of Directors.  
21 The Modified Proxy did not indicate that it was being solicited on behalf of the Respondent  
22 as it does not include the Respondent’s proxy statement and name. As such a reasonable  
23 shareholder could perceive the Modified Proxy as being prepared and solicited by the Board  
24 of Directors. However, the Modified Proxy had not been prepared or solicited by the Board

1 of Directors, rather, the Modified Proxy was in fact an altered version of the same proxy  
2 prepared and solicited by the Board of Directors.

3 9. The letter did not remedy the express misrepresentation that the proxy itself was  
4 solicited by the Board of Directors or explain that Respondent had modified a proxy prepared  
5 by the Board of Directors. As a result, a reasonable shareholder could perceive the Modified  
6 Proxy as being endorsed by the Board of Directors and consider that endorsement an  
7 important factor when deciding how to vote.

## 8 II. CONCLUSIONS OF LAW

9 1. Respondent is subject to the filing requirements of AS 45.55.139 because he is a  
10 shareholder of Bering Straits and Bering Straits is subject to the filing requirements.

11 2. Under 3 AAC 08.335(c)(1), a proxy must “indicate that the proxy is solicited on  
12 behalf of the board or, if solicited other than by the board, indicate the identity of the persons  
13 on whose behalf the solicitation is made.”

14 3. Respondent violated 3 AAC 08.315(a)(1) by materially misrepresenting that the  
15 proxy was being solicited on behalf of the Bering Straits Board of Directors when it was being  
16 solicited on behalf of the Respondent.

17 4. Respondent violated 3 AAC 08.335(c)(1) by distributing a proxy that did not  
18 indicate that the proxy was being solicited on behalf of himself.

19 5. A proxy that provides for the election of directors must conform to one of the three  
20 voting methods established by 3 AAC 08.335(e)(2).

21 6. Respondent violated 3 AAC 08.335(e)(2) by distributing a proxy that was pre-filled  
22 to cast 100% of the shareholder votes for himself which does not conform to one of the three  
23 voting methods established by 3 AAC 08.335(e)(2).

24 //

1 **III. ORDER and NOTICE**

2 Pursuant to AS 45.55.920, and on the basis of the Findings of Fact and Conclusions of  
3 Law, the Administrator ORDERS:

4 1. Respondent is to comply with all provisions of the ANCSA Corporations Proxy  
5 Solicitations and Stock Act and associated regulations.

6 2. Pursuant to AS 45.55.920(A)(1)(C) the Modified Proxy is VOID, but may be  
7 counted for quorum purposes.

8 Pursuant to AS 45.55.920(d), if Respondent desires a hearing, it must file its request  
9 for hearing with 15 days after receipt of this Order. The request for a hearing must be in  
10 writing, must be directed to the Administrator, and must state the grounds for the request to  
11 set aside or modify the Order. This Order takes effect immediately, remains in effect until 10  
12 days after the hearing is held and becomes final if a hearing is not requested within 15 days  
13 after the receipt of this notice.

14 This Order is a publicly disclosable document.

15 **IT IS SO ORDERED.**

16 Julie Sande, Commissioner  
17 Department of Commerce, Community and  
Economic Development

18 DATED: October 2, 2024

19 /s/ Dawn Hannasch  
20 BY: Dawn Hannasch, Acting Director  
21 Division of Banking and Securities  
22  
23  
24



**BERING STRAITS NATIVE CORPORATION**

**ANNUAL MEETING OF SHAREHOLDERS,  
OCTOBER 5, 2024  
PROXY SOLICITED BY BOARD OF DIRECTORS**

Shareholder Name \_\_\_\_\_

Address \_\_\_\_\_

I, the undersigned (sign below where indicated "Your signature"), hereby revoke all prior proxies and appoint the Proxy Committee (see members listed in the Board of Directors' Proxy Statement dated August 7, 2024), or any one of them acting in the absence of others, with full power of substitution, to represent me at the Annual Meeting of Shareholders to be held October 5, 2024 at 10 a.m. (Alaska Daylight Savings Time) at the Nome Recreation Center, 208 E 6<sup>th</sup> Avenue, Nome, Alaska, and at any adjournment thereof.

**Election of Directors. Cast my votes in the manner and for the persons indicated below for membership on the Board of Directors for three-year terms ending in 2027. You may cast for one (1) nominee for director or divide as you choose among one or more nominees.**

| NOMINEE                | # OF VOTES CAST |   |
|------------------------|-----------------|---|
| Jay Adams              |                 | <ul style="list-style-type: none"> <li>If you fail to direct how your votes should be cast in the election of directors, your shares will not be voted for any candidate(s) but will count towards quorum.</li> <li>If a nominee named in this proxy withdraws, any votes cast for such nominee will not be counted for the election of directors, but your shares will count towards quorum.</li> <li>The Proxy Committee will have discretionary authority to vote shares represented by this proxy on matters incident to the conduct of the meeting and other matters, which the Proxy Committee did not know a reasonable time before the solicitation.</li> </ul> |
| Ella Anagick           |                 |   |
| Eugene Fred Asicksik   |                 |   |
| Edna R. (Becka) Baker  |                 |   |
| Jason Evans            | 100%            |   |
| Richard Foster         |                 |   |
| Steve Ivanoff          |                 |   |
| Gloria Ann Karmun      |                 |   |
| Marilyn Koezuna Irelan |                 |   |
| Terry Kay Komonaseak   |                 |   |
| Natalie Longley        |                 |   |
| Jolene M. Nanouk       |                 |   |
| Ayyu Qassataq          |                 |   |
| Josie Stiles           |                 |   |
| Yosty Storms           |                 |   |
| Stanley Tocktoo        |                 |   |
| Jaylene Z. Wheeler     |                 |   |
| Write-In               |                 |   |
| Write-In               |                 |   |

Date you signed this proxy

Your signature (or Custodian)

Date you signed this proxy

Witness signature if Shareholder signed by mark "X"

**This Proxy must be received by the Inspector of Elections by the deadline of 5 p.m., AKDT October 2, 2024**

2024  
10/02